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Registration of a limited liability company (GmbH) in the Commercial Register

Heruntergeladen am 14.07.2025

<https://fimportal.de/xzufi-services/121353793/L100002>

Modul	Sachverhalt
Leistungsschlüssel	99057001060006, 99057001060006
Leistungsbezeichnung I	Registration of a limited liability company (GmbH) in the Commercial Register
Leistungsbezeichnung II	Registration of a limited liability company (GmbH) in the Commercial Register
Typisierung	3a - Bundesaufsichtsverwaltung: Regelung, Land: Vollzug
Quellredaktion	Nordrhein-Westfalen
Freigabestatus Katalog	unbestimmter Freigabestatus
Freigabestatus Bibliothek	unbestimmter Freigabestatus
Begriffe im Kontext	
Leistungstyp	Leistungsobjekt mit Verrichtung
Leistungsgruppierung	Handelsregister (057)
Verrichtungskennung	Eintragung (060)

Modul	Sachverhalt
SDG-Informationsbereich	Eintragung, Änderung der Rechtsform oder Schließung eines Unternehmens (Registrierungsverfahren und Rechtsformen für geschäftliche Tätigkeiten)
Lagen Portalverbund	Anmeldepflichten (2010100), Eintragung in Register (2020100)
Einheitlicher Ansprechpartner	Nein
Fachlich freigegeben am	
Fachlich freigegen durch	No technical release
Handlungsgrundlage	https://www.gesetze-im-internet.de/hgb/__8a.html https://www.gesetze-im-internet.de/hgb/__10.html https://www.gesetze-im-internet.de/hgb/__12.html https://www.gesetze-im-internet.de/gmbhg/__7.html https://www.gesetze-im-internet.de/gnotkg/ https://www.gesetze-im-internet.de/hreggebv/anlage.html
Teaser	
Volltext	If you establish a limited liability company (GmbH), you are obliged to apply for its registration in the commercial register. Only after registration does the GmbH come into existence and have full legal capacity.
Erforderliche Unterlagen	<p>The following documents are required for the registration of a limited liability company:</p> <ul style="list-style-type: none"> • the articles of association, • the legitimation of the managing directors, if they are not appointed in the articles of association, • a list of shareholders signed by the applicants. This list should contain the surnames, first names, dates of birth and places of residence of the shareholders as well as the nominal amounts and serial numbers of the respective shares taken over. • an assurance from all the registrants that the contributions have been made as required and are finally at the free disposal of the managing directors, • a report on the formation of the company in kind with contracts and supporting documents on the value of the contributions in kind in the case of formation in

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kind, and

- an assurance by the managing directors that there are no legal impediments to their appointment and that they have been informed of their unlimited duty to provide information to the court.
- The application must also state a domestic business address and the type and scope of the managing directors' power of representation.

There are often several weeks between the drafting of the articles of association and the entry in the commercial register. You should therefore check the articles of association again before filing to ensure that they are up to date.

Special features apply to the entrepreneurial company: This is a special legal form variant of the GmbH, to which all regulations of the GmbH law apply, unless special regulations expressly deviate. The share capital of the Unternehmergesellschaft must amount to at least 1.00 Euro and may not exceed 24,999.00 Euro. The company must bear the designation "Unternehmergesellschaft (haftungsbeschränkt)" or "UG (haftungsbeschränkt)" in its name. Prior to registration with the Commercial Register, the share capital must be paid up in full, whereby contributions in kind are prohibited.

Voraussetzungen

Before registering the LLC must

- the articles of association must be available,
- the contributions in kind in full and
- the cash contributions have been paid up to at least 25 percent of the respective nominal amount of each individual share.
- In total, at least enough must have been paid in on the share capital so that the total amount of the paid-in cash contributions plus the total amount of the shares for which contributions in kind are to be made reaches at least half of the minimum share capital, i.e. 12,500.00 euros.

Kosten

The fees for registration in the Commercial Register depend on the registration effort.

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Verfahrensablauf	<p>Registration</p> <p>To apply, contact a notary public.</p> <ul style="list-style-type: none"> • The notary will advise on the formulation of the application. • The application is made only electronically, for this purpose a publicly certified document is created. • The declaration is provided with an electronic signature (within the meaning of § 39a Beurkundungsgesetz/BeurkG) and sent to the electronic court and administrative mailbox of the registry court. <p>Changes</p> <p>Significant details about your company, such as the registered office, legal form or authorized representatives, have changed? Then please have the commercial register entry corrected without delay.</p> <p>The entry is made in the same way exclusively by a notary public.</p>
Bearbeitungsdauer	
Frist	
weiterführende Informationen	
Hinweise	
Rechtsbehelf	
Kurztext	If you establish a limited liability company (GmbH), you are obliged to apply for its registration in the commercial register. Only after registration does the GmbH come into existence and have full legal capacity.
Ansprechpunkt	<p>for registration: a notary's office of your choice</p> <p>for registration: Registry court (at the local court) at the registered office of your company</p>
Zuständige Stelle	for registration: a notary's office of your choice

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for registration: Registry court (at the local court) at the registered office of your company

Formulare

Ursprungsportal

Eintragung einer Gesellschaft mit beschränkter Haftung (GmbH) in das Handelsregister, Registration of a limited liability company (GmbH) in the Commercial Register